

May 9, 2006

VIA ECFS

Marlene H. Dortch, Secretary
Federal Communications Commission
The Portals
445 12th Street, S.W.
Washington, D.C. 20554

Bingham McCutchen LLP
Suite 300
3000 K Street NW
Washington, DC
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Re: Ex Parte Communication of GrandCentral Ventures, Inc.
CC Docket Nos. 96-45, 98-171, 90-571, 92-237, 99-200, 95-116, 98-170

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Dear Ms. Dortch:

On behalf of GrandCentral Ventures, Inc. ("GrandCentral"), this letter is intended to update the Commission on GrandCentral's free voicemail services being offered to the homeless and other deserving groups in the San Francisco Bay Area. Specifically, the attached press release announces GrandCentral's successful launch of Project CARE (Communications And Respect for Everybody) as well as recent partnerships with the American Red Cross Bay Area Chapter (displaced families), the Hamilton Family Center (homeless shelter), the Riley Center (battered women's shelter), San Francisco Veteran's Administration Downtown Clinic (homeless veterans) and the South of Market Health Center (homeless health clinic).

Project CARE offers those in need a permanent local phone number and voice mailbox, free of charge. Project CARE began offering services at San Francisco's Project Homeless Connect event on April 13, 2006, where GrandCentral signed up hundreds of homeless clients who received free local phone numbers and voice mailboxes. This service allows these homeless clients to obtain messages from family members, medical service providers, case workers and potential employers.

As previously explained by GrandCentral, these free services, which clearly advance the Commission's Universal Service Fund's ("USF") goals and objectives, would not be sustainable should the Commission adopt a numbers-based USF methodology. Absent a specific exemption from such contribution, such a methodology would require GrandCentral to contribute to the USF for such services, which would force GrandCentral to eliminate these free service offerings. Accordingly, should the Commission adopt a numbers-based methodology, GrandCentral continues to urge the Commission to either: (1) explicitly exempt the assessment of USF on telephone numbers assigned as part of a free service offering; or (2) limit the definition of those service providers who must contribute to the Fund as those who provide such services "for a fee (whether part of a bundled service or separately)."

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Please contact us should you have any questions concerning GrandCentral's Project CARE initiative, or the effects a numbers-based USF methodology would have on this program.

Bingham McCutchen LLP
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Sincerely,

/s/

William B. Wilhem, Jr.
Douglas D. Orvis II

Counsel for GrandCentral Ventures, Inc.

Enclosure

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GrandCentral's Project CARE Provides Free Local Phone Numbers and Voice Mailboxes to Homeless in San Francisco

Pilot program launches with community service partners including American Red Cross

SAN FRANCISCO, May 5, 2006 — GrandCentral, an emerging personal communications company, today announced the successful launch of Project CARE (Communications And Respect for Everybody). Project CARE offers those in need a permanent local phone number and voice mailbox, free of charge. Partnering with Project CARE as part of the pilot program in San Francisco are the American Red Cross Bay Area Chapter, the Hamilton Family Center, the Riley Center, San Francisco Veteran's Administration Downtown Clinic and the South of Market Health Center.

"In the Bay Area alone there are unfortunately over 1,200 families annually who are affected by so-called 'everyday' disasters such as house and apartment building fires," said Kevin Kellenberger, Director of Disaster Services at the American Red Cross Bay Area Chapter. "With Project CARE we can offer those who find themselves temporarily displaced from their homes, a way to stay connected while they rebuild their lives."

Launching the program in San Francisco at the Project Homeless Connect event in April, GrandCentral signed up 238 homeless clients who received their free local phone numbers and voice mailboxes. In the three weeks since that event, over 1,000 voice mail messages have been received by those who previously had no means of communication. Working with support agencies such as the American Red Cross, Project CARE is able to offer those in need of both short- and long-term communication links to the real world.

"Without a reliable phone number, family members, medical service providers and potential employers have no consistent way in which to reach people in need, particularly those who find themselves part of the homeless community, whether they are temporarily homeless or part of the growing number of those who find themselves out on the streets for months at a time," said

Craig Walker, CEO of GrandCentral. "The Project CARE initiative is designed to help those in need to reconnect with society and get back on their feet."

GrandCentral will continue to develop the Project CARE pilot program in the San Francisco Bay Area through 2006 and plans to extend the program nationally.

About GrandCentral

GrandCentral is a privately-held, emerging personal communications company. A GrandCentral community initiative, Project CARE (Communications And Respect for Everybody) provides free local phone numbers and voicemail to those without access to a traditional phone number. Project CARE provides these services at no charge and will save the voicemail messages for life. GrandCentral launched a pilot version of Project CARE in San Francisco in April 2006. For more information about Project CARE, email us at projectcare@grandcentral.com.

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